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OF COUNSEL
URBAN A. LESTER

April 17, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 21913-D FILED

APR 17 '02 2:37 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Amendment Number 1 to Lease Schedule 002 dated as of December 14, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement which was previously filed with the Board under Recordation Number 21913-B.

The names and addresses of the parties to the enclosed document are:

Lessor: Banc of America Leasing
& Capital, LLC
2059 Northlake Parkway, 4th Floor
Tucker, GA 30084-4431

Lessee: The Faith2 Trust
1661 Beach Boulevard
Jacksonville, FL 32250

A description of the railroad equipment covered by the enclosed document is:

125 railcars VULX 800 – VULX 924 (formerly ITGX 900 – ITGX 1024)

Mr. Vernon A. Williams
April 17, 2002
Page Two

A short summary of the document to appear in the index follows:

Amendment Number 1 to Lease Schedule 002

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

Banc of America Leasing & Capital, LLC

Amendment Number 1 to

Lease Schedule 002

This Amendment, made this 14th day of December, 2000, to the Lease Schedule 03197-00300- 002 (the "Agreement") dated November 30, 1999, between Banc of America Leasing & Capital, LLC ("Lessor") and The Faith2 Trust ("Lessee").

WITNESSETH:

WHEREAS, Lessor/ and Lessee are parties to the Agreement; and

WHEREAS, Lessor and Lessee desire to amend certain provisions of the Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual obligations hereinafter contained, and for the other good and valuable consideration, the receipt whereof is hereby acknowledged, the parties hereto agree as follows:

1. Description of Equipment: 125 Rail Cars numbers ITGX 900 through ITGX 1024 are hereby changed to VULX 800 through 924, as per Exhibit A attached hereto and made a part hereof.
2. Except as amended hereby, the Agreement shall remain in full force and effect and is in all respects hereby ratified and affirmed. Capitalized terms not otherwise defined herein shall have the meanings ascribed them in the Agreement.

IN WITNESS WHEREOF, the parties hereunto have caused this instrument to be executed by their duly authorized officers as of the day and year first above written.

**Banc of America Leasing & Capital, LLC
Successor to NationsBanc Leasing
& Capital Corporation
(Lessor)**

By: [Signature]
Printed Name: John F. Jones
Title: President

The Faith2 Trust (Lessee)

By: [Signature]
Printed Name: Keith A. Gibbs
Title: Trustee

RECORDATION NO. 21913 FILED

APR 17 '02 2:37 PM

SURFACE TRANSPORTATION BOARD

STATE OF Georgia)
COUNTY OF Gwinnett)

On this 9th day of April, 2002, personally appeared before me
Carol Jones who being duly sworn by me says that he/she is Vice President
of Bank of America Leasing & Capital, LLC and that he/she signed, executed and delivered the
foregoing instrument on the day and year therein mentioned.

NOTARY PUBLIC

(SEAL)

Paul C. Beall
Signature

Paul C. Beall
Printed Name

State of Georgia

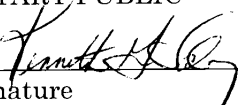
My commission Expires February 20, 2005 Notary Public, Gwinnett County, Georgia
My Commission Expires March 20, 2005

STATE OF FLORIDA)
COUNTY OF DUVAL)

On this 12th day of APRIL, 2002, personally appeared before me
KEITH A GIBBS who being duly sworn by me says that he/she is
TRUSTEE of FAITH 2 TRUST and that he/she signed,
executed and delivered the foregoing instrument on the day and year therein
mentioned.

NOTARY PUBLIC

(SEAL)


Signature

KENNETH G SALSBURG
Printed Name

State of FLORIDA

My commission Expires 6/22/05



Kenneth G Salsburg
My Commission DD026198
Expires June 22, 2005

Exhibit A to The Faith2 Trust
Amendment Number 1, dated December 14, 2000
To Lease Schedule 03197-00300-002

<u>Old Initial Number</u>	<u>New Initial Number</u>
ITGX 900	VULX 800
ITGX 901	VULX 801
ITGX 902	VULX 802
ITGX 903	VULX 803
ITGX 904	VULX 804
ITGX 905	VULX 805
ITGX 906	VULX 806
ITGX 907	VULX 807
ITGX 908	VULX 808
ITGX 909	VULX 809
ITGX 910	VULX 810
ITGX 911	VULX 811
ITGX 912	VULX 812
ITGX 913	VULX 813
ITGX 914	VULX 814
ITGX 915	VULX 815
ITGX 916	VULX 816
ITGX 917	VULX 817
ITGX 918	VULX 818
ITGX 919	VULX 819
ITGX 920	VULX 820
ITGX 921	VULX 821
ITGX 922	VULX 822
ITGX 923	VULX 823
ITGX 924	VULX 824
ITGX 925	VULX 825
ITGX 926	VULX 826
ITGX 927	VULX 827
ITGX 928	VULX 828
ITGX 929	VULX 829
ITGX 930	VULX 830
ITGX 931	VULX 831
ITGX 932	VULX 832
ITGX 933	VULX 833
ITGX 934	VULX 834
ITGX 935	VULX 835
ITGX 936	VULX 836
ITGX 937	VULX 837
ITGX 938	VULX 838
ITGX 939	VULX 839
ITGX 940	VULX 840
ITGX 941	VULX 841
ITGX 942	VULX 842
ITGX 943	VULX 843
ITGX 944	VULX 844
ITGX 945	VULX 845
ITGX 946	VULX 846
ITGX 947	VULX 847
ITGX 948	VULX 848

Exhibit A to The Faith2 Trust
Amendment Number 1, dated December 14, 2000
To Lease Schedule 03197-00300-002

ITGX 949	VULX 849
ITGX 950	VULX 850
ITGX 951	VULX 851
ITGX 952	VULX 852
ITGX 953	VULX 853
ITGX 954	VULX 854
ITGX 955	VULX 855
ITGX 956	VULX 856
ITGX 957	VULX 857
ITGX 958	VULX 858
ITGX 959	VULX 859
ITGX 960	VULX 860
ITGX 961	VULX 861
ITGX 962	VULX 862
ITGX 963	VULX 863
ITGX 964	VULX 864
ITGX 965	VULX 865
ITGX 966	VULX 866
ITGX 967	VULX 867
ITGX 968	VULX 868
ITGX 969	VULX 869
ITGX 970	VULX 870
ITGX 971	VULX 871
ITGX 972	VULX 872
ITGX 973	VULX 873
ITGX 974	VULX 874
ITGX 975	VULX 875
ITGX 976	VULX 876
ITGX 977	VULX 877
ITGX 978	VULX 878
ITGX 979	VULX 879
ITGX 980	VULX 880
ITGX 981	VULX 881
ITGX 982	VULX 882
ITGX 983	VULX 883
ITGX 984	VULX 884
ITGX 985	VULX 885
ITGX 986	VULX 886
ITGX 987	VULX 887
ITGX 988	VULX 888
ITGX 989	VULX 889
ITGX 990	VULX 890
ITGX 991	VULX 891
ITGX 992	VULX 892
ITGX 993	VULX 893
ITGX 994	VULX 894
ITGX 995	VULX 895
ITGX 996	VULX 896
ITGX 997	VULX 897
ITGX 998	VULX 898
ITGX 999	VULX 899
ITGX 1000	VULX 900
ITGX 1001	VULX 901
ITGX 1002	VULX 902
ITGX 1003	VULX 903
ITGX 1004	VULX 904

Exhibit A to The Faith2 Trust
Amendment Number 1, dated December 14, 2000
To Lease Schedule 03197-00300-002

ITGX 1005	VULX 905
ITGX 1006	VULX 906
ITGX 1007	VULX 907
ITGX 1008	VULX 908
ITGX 1009	VULX 909
ITGX 1010	VULX 910
ITGX 1011	VULX 911
ITGX 1012	VULX 912
ITGX 1013	VULX 913
ITGX 1014	VULX 914
ITGX 1015	VULX 915
ITGX 1016	VULX 916
ITGX 1017	VULX 917
ITGX 1018	VULX 918
ITGX 1019	VULX 919
ITGX 1020	VULX 920
ITGX 1021	VULX 921
ITGX 1022	VULX 922
ITGX 1023	VULX 923
ITGX 1024	VULX 924